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LISTING STATEMENT No. 2148

LISTED DECEMBER 5th, 1963

330,784 common shares of \$5 par value of which 82,070 are partially paid and 13,500 are subject to issuance.
Ticker abbreviation "CSS"
Dial ticker number 509
Post section 8.3

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

COMMONWEALTH SAVINGS & LOAN CORPORATION

Incorporated under the laws of the Province of Ontario
by Letters Patent dated June 18th, 1959.

CAPITALIZATION AS AT NOVEMBER 29th, 1963

| | AUTHORIZED | ISSUED | TO BE LISTED |
|--|------------|---|--------------|
| Common shares of \$5 par value | 400,000 | 235,214 fully paid 82,070 partially paid | 330,784* |
| * Of which 13,500 subject to issuance under Employee Stock Option plans. | | | |

November 29th, 1963

1. APPLICATION

COMMONWEALTH SAVINGS & LOAN CORPORATION (hereinafter called the "Company") hereby makes application for listing on The Toronto Stock Exchange of 330,784 common shares of \$5 par value each of which 82,070 are partially paid and 13,500 are subject to issuance under Employee Stock Option plans.

2. REFERENCE TO ATTACHED PROSPECTUS

Reference is made to the attached prospectus dated November 4th, 1963, which prospectus is incorporated herein and made a part hereof.

3. OPINION OF COUNSEL

Messrs. Rose & Persiko, 121 Richmond Street West, Toronto, Ontario, counsel for the Company, are filing in support of this application an opinion stating, among other things, that the Company has been duly incorporated and organized under the laws of the Province of Ontario and is a valid and subsisting Company and that 235,214 shares have been validly issued and are outstanding as fully paid and non-assessable, 82,070 shares have been validly issued and are outstanding as partially paid, and 13,500 shares are subject to issuance under an employees' stock option plan. One of the partners of Messrs. Rose & Persiko is Mr. Bernard J. Persiko, who is also a Director of the Company. Mr. Rose is Secretary of the Company.

4. LISTING ON OTHER STOCK EXCHANGES

No shares of the Company are listed on any other stock exchange, nor is application being made for any such listing at the present time.

5. STATUS UNDER SECURITIES ACTS

70,000 shares of the capital stock of the Company at the par value of \$5.00 each have been offered for sale by the attached prospectus and were qualified for sale to the public through registered brokers in the Province of Ontario.

6. FISCAL YEAR

The fiscal year of the Company ends on December 31st, in each year.

7. ANNUAL MEETING

The annual meeting of the shareholders is held at such time and place in each year as the Board of Directors of the Company from time to time determines. The last annual meeting was held on March 13th, 1963.

8. HEAD OFFICE

The address of the Head Office of the Company is 170 The Donway West, Don Mills, Ontario.

9. TRANSFER AGENT AND REGISTRAR

The Company acts as its own Transfer Agent and Registrar.

10. TRANSFER FEE

No fee is charged on the transfer of the shares of the Company other than the customary Government stock transfer taxes where applicable.

11. AUDITORS

The auditors of the Company are Messrs. Arthur A. Crawley & Company, 132 Lyon Street, Ottawa, Ontario.

The Shares referred to herein are being offered for sale in Canada, but not in the United States of America. This prospectus is not an offering of such Shares in the United States of America or the territories or possessions thereof or an offering to any resident thereof or a solicitation therein of an offer to buy any of such Shares.

New Issue

70,000 SHARES
(of the par value of \$5 each)

Commonwealth Savings & Loan Corporation

(Incorporated under the laws of Ontario)

The Shares of the par value of \$5 each of the Company have been approved for listing on The Toronto Stock Exchange, subject to the filing of documents and evidence of satisfactory distribution within 90 days.

Transfer Agent and Registrar
Commonwealth Savings & Loan Corporation, Toronto

PRICE \$9.75 per share

We, as principals, offer these shares subject to prior sale and change in price and to the approval of all legal matters by Messrs. Rose & Persiko, Toronto, on behalf of the Company and by Messrs. Zimmerman, Haywood, Winters & Chambers, Toronto, on our behalf.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books without notice. It is expected that interim share certificates, exchangeable without charge for definitive share certificates when available, will be available for delivery on or about November 18, 1963.

November 4, 1963

Printed in Canada.

The following information has been supplied by Mr. Mark M. Tanz, President of Commonwealth Savings & Loan Corporation.

The Company

Commonwealth Savings & Loan Corporation (hereinafter called the "Company") was incorporated under The Loan and Trust Corporations Act of the Province of Ontario in June, 1959 to carry on business under the said Act. In 1962 the Company was granted authorization to carry on its business in the Province of Quebec. In October, 1963 the Company changed its name from Commonwealth Mortgage & Savings Corporation and its head office from the City of Ottawa to the City of Toronto. The Company is also an approved lender under the National Housing Act.

The business of the Company consists of receiving money from the public through deposit and savings accounts and investments in debentures and savings certificates issued by the Company. The funds thus received are reinvested in investments authorized under The Loan and Trust Corporations Act. The interests of the Company's investors and depositors are protected under the said Act which requires that the Company's funds be invested only in certain "investment-grade" securities and obligations secured by approved real estate. The Act further requires that the Company maintain as a reserve, either in cash or Government Bonds, an amount equal to 20% of all amounts on deposit.

Operations

The steady growth of the Company's business since its incorporation is indicated by the statistics set out below and an excellent operating record has been established. The business presently enjoyed by the Company forms a sound base from which to continue with the expansion program now being undertaken.

Presently a major portion of the Company's investments consists of first mortgages upon approved real estate, such mortgages being limited to two-thirds of the value of the real property constituting the security.

Industry

The Loan and Trust Corporation industry has grown considerably in recent years through a demand for the higher interest rates and the convenience of longer business hours that are provided by these corporations. The Company is in an advantageous position to meet this demand. Having been incorporated in 1959, it has been able to develop and attract experienced personnel and expand its business on a sound and conservative basis.

Growth and Expansion

Until 1962 the Company primarily confined its business to investment in short-term mortgages. In 1962 a savings office was opened at 251 Laurier Avenue West, Ottawa and in May, 1963 checking facilities for deposits were made available to the public. In September, 1963 a Toronto Branch was opened at Bloor and Bathurst Streets located in the midst of Toronto's savings-conscious ethnic district. The success of this recently opened Toronto Branch has been significant.

A site for a second Toronto Branch has been acquired and in addition arrangements have been made for a second branch in downtown Ottawa. It is expected that both branches will be opened in December, 1963. Locations for other branch offices in the Province of Quebec and in downtown Toronto are under consideration.

The growth of the Company's business in the past is illustrated in the following statistics covering the three full fiscal years since incorporation and the first eight months of the current fiscal year.

| <u>Year ended December 31st</u> | <u>Mortgages</u> | <u>Funds on Deposit</u> | <u>Assets</u> |
|--|------------------|-----------------------------|---------------|
| 1960 | \$ 876,000 | \$ 325,300 | \$ 896,100 |
| 1961 | 1,380,100 | 999,100 | 1,640,900 |
| 1962 | 2,351,500 | 2,147,200 | 2,819,200 |
| 8 month period ended August 31, 1963 | 3,550,100 | 3,545,700 | 4,580,800 |

The accompanying statement of earnings and dividend record further indicate the soundness of the operating record of the Company.

Management

The Company's present management, under the direction of Mr. Mark M. Tanz, its President, consists of Mr. James W. Doswell, General Manager, Mr. George H. Richardson, Mortgage Manager, Ottawa Area, John McKay, Mortgage Manager, Metropolitan Toronto Area, and Donald A. Watson, Comptroller, all of whom have had wide experience in similar organizations or allied industries. The Company, in its expansion program, will continue its policy of employing experienced and qualified personnel on all management levels.

Dividends

Based on the 1960 earnings, being the Company's first full year of operations, dividends aggregating 30¢ per Share were declared and paid in 1961; based on the 1961 earnings, dividends aggregating 40¢ per Share were declared and paid in 1962 and based on the 1962 earnings a dividend of 40¢ per Share was declared and paid in March 1963. Based on current earnings, quarterly dividends of 10¢ per Share were declared and paid in March, June and September of 1963. This represents current quarterly dividend payments of 5¢ per Share on the Shares outstanding after giving effect to the subdivision thereof on a 2 for 1 basis.

Purpose of Issue

The net proceeds to the Company from the sale of the Shares offered by this Prospectus will be used for general corporate purposes, and such general corporate purposes will include expansion of the business of the Company and the provision of additional branch offices and increased facilities.

Capitalization

(As at August 31, 1963, after giving effect to the present financing)

Authorized:

| | |
|--|--------------------|
| 400,000 Common shares of a par value of \$5 each | <u>\$2,000,000</u> |
|--|--------------------|

Issued:

| | |
|--|----------------|
| 235,214 Common shares, fully paid | \$1,176,070 |
| 82,070 Common shares, partially paid | 410,350 |
| Premium on partially paid shares | 318,021 |
| Net premium on fully paid shares | <u>284,725</u> |

\$2,189,166

| | |
|----------------------------|---------|
| Less: Amounts unpaid | 655,534 |
|----------------------------|---------|

\$1,533,632

COMMONWEALTH SAVINGS & LOAN CORPORATION
(Formerly Commonwealth Mortgage & Savings Corporation)

Summary of Earnings

For the Period from October 1, 1959, to August 31, 1963

| | <u>Total Interest And Other Income (Note 1)</u> | <u>Depreciation And Amortization</u> | <u>Interest On Customers' Deposits And Debentures</u> | <u>Total of Deprecia- tion, Amortization, Interest On Customers' Deposits And Debentures</u> | <u>Profit Before Taxes On Income</u> | <u>Taxes On Income</u> | <u>Net Profit</u> |
|--|---|--|---|--|--|----------------------------|-----------------------|
| 1959 (Three [3] months ended December 31, 1959) | \$ 6,880 | \$ — | \$ — | \$ — | \$ 1,989 | \$ 458 | \$ 1,531 |
| 1960..... | 79,804 | — | 9,295 | 9,295 | 49,819 | 17,514 | 32,305 |
| 1961..... | 144,753 | — | 35,824 | 35,824 | 72,056 | 23,882 | 48,174 |
| 1962..... | 221,991 | 3,064 | 85,237 | 88,301 | 82,658 | 29,762 | 52,896 |
| 1963 (Eight [8] months ended August 31, 1963) (Note 2) | 241,404 | 1,863 | 87,258 | 89,121 | 100,125 | 38,833 | 61,292 |

NOTES: (1) Prior to December 31, 1961 mortgage service fees were deferred over the term of the mortgage. Owing to changes in the Corporation's lending policy in 1962 this practice was discontinued and, subsequent to January 1, 1962, these mortgage service fees were taken into income in the year in which they were received.

(2) Income for the period ended August 31, 1963, includes mortgage interest of \$13,930, which was earned but was not reflected in income for the year ended December 31, 1962, because of the doubtful nature thereof at that time.

To the Directors,

COMMONWEALTH SAVINGS & LOAN CORPORATION.

We have examined the summary of earnings of Commonwealth Savings & Loan Corporation for the period from October 1, 1959, to August 31, 1963. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, the above summary of earnings, supplemented by the notes appended thereto, presents fairly and truly the results of the operations of Commonwealth Savings & Loan Corporation for the period from October 1, 1959, to August 31, 1963, in accordance with generally accepted accounting principles.

(Signed) G. L. STEVENSON, C.A.

(Signed) J. RAY LEWIS, C.A.
of Arthur A. Crawley & Co.,
Chartered Accountants.

Ottawa, Canada,
November 4, 1963.

COMMONWEALTH SAVINGS & LOAN CORPORATION
 (Formerly Commonwealth Mortgage & Savings Corporation)
Balance Sheet and Pro Forma Balance Sheet
as at August 31, 1963

The pro forma balance sheet gives effect to the transactions set out in Notes 1 and 2

Assets

| | Actual | Pro Forma |
|---|--------------------|--------------------|
| Cash on hand and in chartered banks..... | \$ 217,519 | \$ 845,569 |
| Securities — at cost, including accrued interest where applicable (market value \$593,514) — Schedule "A"..... | 610,504 | 610,504 |
| Loans secured by collateral..... | 61,242 | 61,242 |
| Mortgages — principal and accrued interest, (less allowance of \$54,822 for doubtful accounts) — note 4..... | 3,550,085 | 3,550,085 |
| Real estate held for sale — at cost..... | 99,372 | 99,372 |
| Deposits on realty for branch premises — note 6..... | 25,000 | 25,000 |
| Office equipment and furnishings — at cost, less accumulated depreciation..... | 17,100 | 17,100 |
| Capital stock issue expenses..... | — | 12,000 |
| Total Assets..... | <u>\$4,580,822</u> | <u>\$5,220,872</u> |

Liabilities

| | | |
|--|--------------------|--------------------|
| To the public — including accrued interest where applicable: | | |
| Customers' deposits..... | \$1,954,139 | \$1,954,139 |
| Debentures..... | 1,591,559 | 1,591,559 |
| Accounts payable and accrued liabilities..... | 11,807 | 11,807 |
| Estimated income taxes payable..... | 31,063 | 31,063 |
| | <u>\$3,588,568</u> | <u>\$3,588,568</u> |
| To the shareholders: | | |
| Capital stock: | | |
| Authorized: | | |
| 200,000 common shares of a par value of \$10 each..... | <u>\$2,000,000</u> | |
| Issued: | | |
| 82,607 common shares, fully paid — note 3a..... | \$ 826,070 | |
| 38,035 common shares, partially paid — note 3b..... | 380,350 | |
| Premium on partially paid shares..... | 294,771 | |
| | <u>\$1,501,191</u> | |
| Less: Amounts unpaid — note 3b..... | 607,609 | |
| | <u>\$ 893,582</u> | |
| Pro forma capital stock: | | |
| Authorized: | | |
| 400,000 common shares of a par value of \$5 each..... | | <u>\$2,000,000</u> |
| Issued: | | |
| 235,214 common shares, fully paid..... | | \$1,176,070 |
| 82,070 common shares, partially paid..... | | 410,350 |
| Premium on partially paid shares..... | | 318,021 |
| Net premium on fully paid shares..... | | 284,725 |
| | | <u>\$2,189,166</u> |
| Less: Amounts unpaid — notes 2b, 3b..... | | 655,534 |
| | | <u>\$1,533,632</u> |
| General reserve..... | 22,000 | 22,000 |
| Retained earnings..... | 76,672 | 76,672 |
| | <u>\$ 992,254</u> | <u>\$1,632,304</u> |
| | <u>\$4,580,822</u> | <u>\$5,220,872</u> |

The Notes appended hereto form an integral part of the balance sheet and pro forma balance sheet and should be read in conjunction therewith.

Approved on behalf of the Board:

(Signed) MARK TANZ, Director

(Signed) BERNARD J. PERSIKO, Director

COMMONWEALTH SAVINGS & LOAN CORPORATION

(Formerly Commonwealth Mortgage & Savings Corporation)

Explanatory Notes to the Balance Sheet and Pro Forma Balance Sheet

as at August 31, 1963

1. The Lieutenant Governor-in-Council by orders in council under dates of October 10, 1963, and October 31, 1963, has authorized the following changes:
 - (a) Change of the name of the Corporation from Commonwealth Mortgage & Savings Corporation to Commonwealth Savings & Loan Corporation.
 - (b) Change of the head office of the Corporation from Ottawa, Ontario to the Municipality of Metropolitan Toronto, Ontario.
 - (c) Change of the authorized capital stock of the Corporation from 200,000 common shares of a par value of \$10 each to 400,000 common shares of a par value of \$5 each, and the issuance of 2 common shares of the new capital stock in exchange for each outstanding common share of the old capital stock.

2. The pro forma balance sheet is after giving effect to the following:
 - (a) The changes authorized by orders in council as hereinbefore mentioned.
 - (b) The issue and sale subsequent to August 31, 1963, of 6,000 common shares of the new capital stock for a cash consideration of \$8.87½ per share, paid to the extent of 10%, the balance being payable as follows:

| | |
|------------------------|-----------------|
| 30% — November 1, 1964 | \$15,975 |
| 30% — November 1, 1965 | 15,975 |
| 30% — May 1, 1966 | 15,975 |
| | <u>\$47,925</u> |

- (c) The issue and sale pursuant to an underwriting agreement dated November 4, 1963 of 70,000 common shares of the new capital stock for a cash consideration of \$682,500 less underwriting commission of \$47,775, which commission is to be deducted from the premium on sale of these shares.
 - (d) The payment of expenses in connection with the issue, estimated at \$12,000.
3. During the eight months' period ended August 31, 1963, the Corporation issued 64,037 (128,074 pro forma) shares of capital stock for cash as follows:
 - (a) 26,002 (52,004 pro forma) shares, fully paid, at \$10.00 (\$5.00 pro forma) per share.
 - (b) 38,035 (76,070 pro forma) shares at \$17.75 (\$8.87½ pro forma) per share, paid to the extent of 10%, the balance being payable as follows:

| | |
|------------------------|------------------|
| 30% — November 1, 1964 | \$202,537 |
| 30% — November 1, 1965 | 202,536 |
| 30% — May 1, 1966 | 202,536 |
| | <u>\$607,609</u> |

4. The Corporation holds for investment purposes mortgages on real property, details of which are as follows:

| <u>Periods of maturity</u> | <u>First mortgages</u> | <u>Second mortgages</u> | <u>Total mortgages</u> |
|--------------------------------------|------------------------|-------------------------|------------------------|
| 1963-1968..... | \$3,079,970 | \$152,071 | \$3,232,041 |
| 1969-1973..... | 119,770 | — | 119,770 |
| 1974-1978..... | 198,274 | — | 198,274 |
| | <u>\$3,398,014</u> | <u>\$152,071</u> | <u>\$3,550,085</u> |
| <u>Average rate of interest.....</u> | <u>7.68%</u> | <u>7.34%</u> | <u>7.66%</u> |

5. The Corporation has granted stock options to certain key officers to purchase not more than 4,750 (9,500 pro forma) common shares at \$19.50 (\$9.75 pro forma) per share. These options expire on December 31, 1965.
6. Deposits in the amount of \$25,000 have been made on account of the purchase of realty for two branch premises as follows:
 - (a) \$20,000 towards the purchase of realty at the corner of Bloor and Bathurst Streets in Toronto for an amount of \$380,000. The closing date on this purchase is December 31, 1963.

The Corporation has made an assignment as of Oct. 29, 1963 of its equity in this agreement to Mr. Joseph Godfrey. Under the terms of this assignment Mr. Godfrey has reimbursed the Corporation with respect to the \$20,000 paid on deposit and has agreed to pay the Corporation a further sum of \$40,000, thirty days after the date of closing, and also to assume all the obligations of the Corporation under the agreement to purchase.

The Corporation has further agreed to lease from Mr. Joseph Godfrey approximately 1600 square feet on the ground floor and basement space in a building to be erected on this site, for a minimum period of twenty five years at an annual

rental of \$8.50 per square foot for the ground floor and \$1.50 per square foot for the basement. This building is to be ready for occupancy not later than November 1, 1964.

- (b) \$5,000 towards the purchase of realty on Eglinton Avenue West in the Village of Forest Hill for an amount of \$97,000. The closing date on this purchase is on or before October 15, 1963.
7. The Corporation has leases on the following office premises:
- (a) 251 Laurier Avenue West, Ottawa, at an annual rental of \$6,960, expiring September 30, 1971.
 - (b) 150 Sparks Street, Ottawa, at an annual rental of \$13,200, expiring September 30, 1973, with an option for a further five years at the same annual rental.
8. The Corporation has entered into a restricted stock option plan for the benefit of employees of the Corporation for which 4000 common shares of a par value of \$5.00 each of the capital stock of the Corporation have been set aside. No options have been granted under this plan.

Auditors' Report

To the Directors,

COMMONWEALTH SAVINGS & LOAN CORPORATION.

We have examined the accompanying balance sheet and pro forma balance sheet of Commonwealth Savings & Loan Corporation as at August 31, 1963. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances, including verification of cash, bank balances and securities of the Corporation. Our requirements as auditors have been complied with.

After due consideration we have formed an independent opinion of the position of the Corporation on August 31, 1963, and we report that in our opinion so formed, and according to the best of our information and the explanations given to us:

- (1) The accompanying balance sheet, supplemented by the notes appended thereto, presents fairly and truly the state of the affairs of the Corporation on that date and is in agreement with the books of the Corporation;
- (2) The accompanying pro forma balance sheet, supplemented by the notes appended thereto, presents fairly and truly the state of the affairs of the Corporation on that date, after giving effect as of that date to the transactions set forth in notes 1 and 2 to the balance sheet and pro forma balance sheet.

All transactions of the Corporation that have come within our notice during the course of our examination have, in our opinion, been within the powers of the Corporation.

(Signed) G. L. STEVENSON, C.A.

(Signed) J. RAY LEWIS, C.A.
of Arthur A. Crawley & Co.,
Chartered Accountants.

Ottawa, Canada,
November 4, 1963.

COMMONWEALTH SAVINGS & LOAN CORPORATION
(Formerly Commonwealth Mortgage & Savings Corporation)

Schedule of Securities Owned
as at August 31, 1963

| | Rate Of Interest | Cost Including Accrued Interest | Market Value Including Accrued Interest | Maturity Date |
|--|---------------------|--|--|------------------|
| GOVERNMENT, GOVERNMENT GUARANTEED AND MUNICIPAL BONDS: | | | | |
| Dominion of Canada..... | 5½% | \$ 46,229 | \$ 46,256 | Oct. 1, 1975 |
| Canadian National Railways..... | 5 | 34,241 | 33,979 | Oct. 1, 1987 |
| Province of Ontario..... | 5½ | 77,669 | 75,250 | May 1, 1980 |
| Province of Ontario..... | 5½ | 5,251 | 5,041 | Apr. 15, 1981 |
| Province of Ontario..... | 6 | 5,338 | 5,188 | Nov. 15, 1969 |
| Hydro-Electric Power Commission of Ontario..... | 5 | 5,050 | 4,859 | Nov. 15, 1976 |
| Hydro-Electric Power Commission of Ontario..... | 5 | 5,062 | 4,819 | Oct. 15, 1978 |
| Hydro-Electric Power Commission of Ontario..... | 5 | 147,188 | 141,465 | June 15, 1982 |
| Hydro-Electric Power Commission of Ontario..... | 5¼ | 102,250 | 98,625 | Mar. 1, 1983 |
| Hydro-Electric Power Commission of Ontario..... | 5¼ | 80,348 | 78,025 | Nov. 15, 1983 |
| City of Ottawa..... | 5¼ | 10,240 | 10,019 | Oct. 1, 1969 |
| | | <u>\$518,866</u> | <u>\$503,526</u> | |
| | | | | |
| | | No. Of Shares | Cost | Market Value |
| COMMON STOCKS: | | | | |
| Abitibi Power & Paper Company Limited..... | 100 | \$ 4,540 | \$ 4,475 | |
| Bell Telephone Co. of Canada..... | 100 | 5,740 | 5,338 | |
| British American Oil Company Limited..... | 200 | 5,520 | 5,425 | |
| Canadian Pacific Railway Co..... | 300 | 8,468 | 9,600 | |
| Distillers Corporation — Seagrams Limited..... | 100 | 4,965 | 5,075 | |
| Dominion Tar & Chemical Company Ltd..... | 300 | 5,515 | 5,062 | |
| Imperial Tobacco Company of Canada Ltd..... | 500 | 7,375 | 6,938 | |
| Industrial Acceptance Corp. Ltd..... | 200 | 5,010 | 4,500 | |
| International Nickel Co. of Canada Ltd..... | 100 | 7,095 | 6,700 | |
| International Utilities Corporation..... | 400 | 10,180 | 9,600 | |
| McIntyre Porcupine Mines Ltd..... | 100 | 5,140 | 4,700 | |
| Steel Company of Canada Ltd..... | 500 | 9,650 | 10,125 | |
| Toronto-Dominion Bank..... | 200 | 12,440 | 12,450 | |
| | | <u>\$ 91,638</u> | <u>\$ 89,988</u> | |
| TOTAL..... | | <u>\$610,504</u> | <u>\$593,514</u> | |

To The Directors,

COMMONWEALTH SAVINGS & LOAN CORPORATION.

We have examined the portfolio of investments of Commonwealth Savings & Loan Corporation as at August 31, 1963, and we report that the securities therein are presented fairly in the above schedule of securities owned as at August 31, 1963.

(Signed) G. L. STEVENSON, C.A.

(Signed) J. RAY LEWIS, C.A.

of ARTHUR A. CRAWLEY & Co.

Chartered Accountants.

Schedule "A"

Ottawa, Canada,
November 4, 1963.

Statutory Information

1. The full name of the Company is Commonwealth Savings & Loan Corporation (hereinafter called "the Company"), and the address of its head office is 170 The Donway West, Don Mills, in the Municipality of Metropolitan Toronto, Ontario.
2. The Company was incorporated under The Loan and Trust Corporations Act of Ontario by Letters Patent dated the 18th day of June, 1959 and the Company was registered under the said Act on the 10th day of July, 1959. By Order-in-Council dated the 10th day of October, 1963 the name of the Company was changed from Commonwealth Mortgage & Savings Corporation and the head office of the Company was also changed. By further Order-in-Council dated the 31st day of October, 1963, the authorized capital of the Company was subdivided in the manner described in paragraph 7 of this Statutory Information.
3. The general nature of the business transacted by the Company is the receiving of monies from the public by means of deposit and savings accounts and the issue of debentures and savings certificates, and the investment of such monies, principally in first mortgages and in other investments authorized under The Loan and Trust Corporations Act of Ontario.
4. The names in full, present occupation, home addresses of the officers and directors of the Company, are as follows:

Directors

| | | |
|------------------------|-------------------|---|
| MICHAEL GREENBERG* | Solicitor | 440 Piccadilly Avenue, Ottawa, Ontario. |
| GORDON WILLIAM LAND | Executive | 813 Duplex Avenue, Toronto 12, Ontario. |
| GEORGE STANLEY MANN* | Executive | 104 Ridelle Avenue, Toronto 19, Ontario. |
| ROBERT BYRON MORAN | Executive | 224 Lytton Blvd., Toronto, Ontario. |
| GEORGE HENRY NELMS | Executive | 280 Sherwood Drive, Ottawa, Ontario. |
| BERNARD JACK PERSIKO* | Solicitor | 14 Lauderdale Drive, Willowdale, Ontario. |
| ERIC DUFF SCOTT | Investment Dealer | 66 Admiral Road, Toronto 5, Ontario. |
| MARK MALCOLM TANZ* | President | 11 High Point Road, Don Mills, Ontario. |
| LEON ELLIOT WEINSTEIN* | Executive | 116 Old Forest Hill Road, Toronto 10, Ontario. |
| BURTON WINBERG* | Executive | 322 Cortleigh Boulevard, Toronto 12, Ontario. |

*Members of the Executive Committee.

Officers

- | | | |
|--------------------------------|--|---|
| MARK MALCOLM TANZ..... | President..... | 11 High Point Road, Don Mills, Ontario. |
| GEORGE STANLEY MANN..... | Vice-President..... | 104 Ridelle Avenue, Toronto 19, Ontario. |
| ALLAN C. ROSE..... | Secretary..... | 1 Abrams Place, Willowdale, Ontario. |
| JAMES WILLIAM DOSWELL..... | General Manager..... | 375 Kingswood Road, Toronto 13, Ontario. |
| DONALD ALEXANDER WATSON..... | Comptroller..... | 1063 Don Mills Road, Don Mills, Ontario. |
| GEORGE HERBERT RICHARDSON..... | Mortgage Manager, Ottawa Area..... | 669 Westminster Avenue, Ottawa, Ontario. |
| JOHN MCKAY..... | Mortgage Manager, Metropolitan Toronto Area | 147 Roywood Drive, Don Mills, Ontario. |
5. The auditors of the Company are G. L. Stevenson, C.A. and J. Ray Lewis, C.A. of Arthur A. Crawley & Company, 387 Albert Street, Ottawa, Ontario.
 6. The Company will act as its own transfer agent and registrar of its shares.
 7. By Order-in-Council dated the 31st day of October, 1963 the authorized share capital of the Company, then consisting of \$2,000,000 divided into 200,000 shares of the par value of \$10 each, was subdivided on a basis of two for one and the authorized capital of the Company now consists of \$2,000,000 divided into 400,000 shares of the par value of \$5 each.
- There are presently 247,284 shares of the par value of \$5 each in the capital stock of the Company issued of which 165,214 are fully paid and non-assessable, and 82,070 are paid to the extent of 10% of the subscription price therefor. The subscription price of the said 82,070 Shares was \$8.87½ per Share. Reference is hereby made to paragraph 23 of this Statutory Information for particulars of the agreement between the subscribers for the said 82,070 Shares and the Company providing for the payment of the balance of the purchase price of such Shares to the extent of 30% on or before November 1, 1964, 30% on or before November 1, 1965 and the balance thereof on or before May 1, 1966.
8. All Shares in the capital of the Company carry one vote per Share. All such Shares rank equally as to dividends and have equal rights on liquidation or distribution of capital assets pro rata in proportion to the amount paid up thereon.
 9. There are no bonds or debentures issued or proposed to be issued by the Company ranking ahead of or pari passu with the Shares offered by this Prospectus other than debentures and investment certificates offered to the public in the ordinary course of business.
 10. No substantial indebtedness has been or is to be incurred or assumed which is not shown in the balance sheet and pro forma balance sheet as at August 31, 1963 forming part of this Prospectus. It is anticipated that, with the expansion of the business of the Company, additional liabilities to the public consisting of customers' deposits, debentures and savings certificates will be incurred in the ordinary course of business.
 11. Options to purchase shares of the par value of \$5 each in the capital stock of the Company have been granted to Mr. Mark Tanz, the Company's President, in respect of 6,000 of such Shares, and to Mr. James Doswell, the General Manager of the Company, in respect of 3,500 of such Shares. Both of the said options provide for the purchase of such Shares at a price of \$9.75 per share and expire on December 31, 1965. A Restricted Stock Option Plan is in operation in which the Board of Directors may grant to full time employees (including Directors who are employees but not Directors as such and including officers) options to purchase unissued shares of the par value of \$5 each of the capital stock of the Company. The option price is to be equal to not less than 90% of the closing bid price on The Toronto Stock Exchange on the day preceding the granting of the option and the options granted may become exercisable only

after certain periods of employment and to the extent of certain percentages of the optioned shares until the option terminates. The total number of common shares which may be optioned under the Plan is 4,000 shares. No options have been granted under this Plan.

12. The securities offered by this Prospectus consist of 70,000 shares of the par value of \$5 each in the capital stock of the Company. The issue price to the public and the terms thereof are as stated on the cover page of this Prospectus to which reference is hereby made. No other securities of the Company have been offered for public subscription since the date of incorporation of the Company.

13. The estimated net proceeds to be derived by the Company from the sale of the 70,000 shares of the par value of \$5 each hereby offered on the basis of the same being fully taken up and paid for are \$682,500 less legal, auditing, printing and other expenses in connection with the issue thereof estimated in the amount of \$12,000 and the commission referred to in paragraph 16 hereof.

14. The net proceeds to the Company from the sale of the Shares offered by this Prospectus will be used for general corporate purposes, and such general corporate purposes will include expansion of the business of the Company and the provision of additional branch offices and increased facilities.

15. No minimum amount in the opinion of the directors must be raised by the issue of the Shares to provide the sums required or the balance of the sums required to pay the purchase price of any property, to meet preliminary expenses or commissions payable by the Company, to repay moneys borrowed by the Company in respect of the foregoing matters or to repay bank loans.

16. By agreement dated the 4th day of November, 1963 the Company agreed with J. H. Crang & Co., Bache & Co. and Bankers Bond Corporation Limited, acting on their own behalf as underwriters, to sell to such underwriters and such underwriters agreed to purchase on their own behalf the 70,000 Shares of the par value of \$5 each offered by this Prospectus at a price of \$9.75 per Share payable in cash on or about the 18th day of November, 1963, subject to the terms and conditions set out in the said agreement and compliance with the necessary legal formalities. By the said agreement the Company has agreed to pay to the said underwriters a commission of \$47,775 in consideration of their agreeing to subscribe for the said 70,000 Shares.

17. The by-laws of the Company contain the following provisions as to the remuneration of the Directors:

"The remuneration to be paid to the Directors is fixed at such amount as the Board shall from time to time determine. The Directors shall also be entitled to be paid their travelling and other expenses properly incurred by them in going to, attending and returning from Board, committee and shareholders' meetings and any other expenses properly incurred by them in connection with the affairs of the Corporation or to receive a fixed allowance in respect thereof as may be determined by the Board from time to time. The Directors may by resolution award special remuneration to any Director or officer of the Corporation undertaking any special work or service for, or undertaking any special mission on behalf of, the Corporation other than routine work ordinarily required of such Director or officer of the Corporation. Any remuneration payable to a Director who is also an officer or employee of the Corporation, or who is counsel or solicitor to the Corporation, or otherwise serves it in a professional capacity, shall be in addition to his salary as such officer or to his professional fees as the case may be."

18. The aggregate remuneration paid by the Company during its last financial year ended December 31, 1962, to directors of the Company as such was \$1525 and to officers of the Company as such who individually received remuneration in excess of \$10,000 per annum was \$12,500. The aggregate remuneration estimated to be paid or payable during the current financial year to directors as such is \$3,500 and to officers as such who individually may be entitled to receive remuneration in excess of \$10,000 is \$24,500.

19. No amount has been paid since the date of incorporation of the Company or, except as herein stated, is payable as a commission for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares or any obligations of the Company. Reference is made to paragraph 16 of this

Statutory Information for particulars of the commission payable by the Company with respect to the issue and sale of the Shares offered by this Prospectus.

20. Apart from transactions entered into or to be entered into in the ordinary course of operations or on the general credit of the Company, no property has been purchased or acquired by the Company, the purchase price of which is to be defrayed in whole or in part out of the proceeds of the issue of the Shares offered by this Prospectus or has been paid prior to the date hereof or is to be paid in whole or in part in securities of the Company, or the purchase or acquisition of which has not been completed at the date hereof.

21. No securities have been issued or agreed to be issued by the Company prior to the date hereof, as fully paid or partly paid up, otherwise than in cash. Reference is made to paragraph 7 as to Shares that were issued partly paid.

22. No services have been rendered or are to be rendered to the Company which are to be paid by the Company wholly or partly out of the proceeds of the Shares offered hereby, or have been prior to the date of this Prospectus, or are to be paid for, by the securities of the Company.

23. The Company has not entered into any material contracts within the two years preceding the date hereof other than contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company, except as follows:

(i) The Underwriting Agreement dated November 4, 1963 referred to in paragraph 16 hereof;

(ii) Agreements dated the 27th day of August, 1963 between the Company, as Vendor, and Messrs. Mark M. Tanz, Michael Greenberg, George S. Mann, Leon Weinstein, Allan C. Rose and Bernard J. Persiko, as Purchasers, with respect to the subscription and method of payment for the 82,070 Shares issued as partly paid as referred to in paragraph 7 hereof;

(iii) an Agreement made the 27th day of August, 1963, between the Company and Michael Greenberg with respect to mortgage legal matters in Ontario, except a designated area which includes Metropolitan Toronto, and also with respect to the establishment of an advisory board in Ottawa;

(iv) an Agreement dated the 14th day of September, 1963, between the Company and Alexander Kideckel and Harry Kideckel providing for the purchase of a branch office site on Eglinton Avenue West in the Village of Forest Hill for \$97,000;

(v) an Agreement dated the 30th day of July, 1963, between the estates of J. A. Devaney and Kate Devaney and Mark Tanz and George S. Mann providing for the purchase of a branch office site at the corner of Bloor and Bathurst Streets in the City of Toronto, for \$380,000;

(vi) an assignment Agreement dated the 28th day of August, 1963, between Mark Tanz and George S. Mann and the Company being the assignment to the Company of the agreement referred to in subparagraph (v) of this paragraph 23 for the same purchase price and at no additional cost to the Company;

(vii) a further assignment Agreement dated the 29th day of October between the Company and Joseph Godfrey providing for the further sale and assignment by the Company of the agreement referred to in sub paragraph (v) of this paragraph 23;

(viii) a lease dated 27th day of June 1961, between Teron-Brand Leaseholds Limited, and the Company providing for lease of office premises at 251 Laurier Avenue West, Ottawa, at an annual rental of \$6,960 expiring September 30, 1971; and

(ix) a lease dated 15th day of September 1963, between Freedman & Freedman Holdings Limited and the Company providing for lease of office premises at 150 Sparks Street, Ottawa, at an annual rental of \$13,200 expiring September 30, 1973 with an option for a further five years at the same annual rental.

Copies of such agreements may be inspected at the Head Office of the Company at any time during ordinary business hours during the period of primary distribution of the Shares to which this Prospectus relates.

24. No director has any interest in any property proposed to be acquired by the Company.

25. Messrs. Mark M. Tanz, George S. Mann and Michael Greenberg, by reason of beneficial ownership of Common Shares of the Company, may be in a position to elect or cause to be elected a majority of the Directors of the Company.

26. No securities of the Company are held in escrow except:

(i) 51,218 outstanding shares of the par value of \$5 each, issued as fully paid and non-assessable, which are held by The Canada Trust Company in escrow pursuant to an agreement with the registered owners thereof to be released on the expiration of a period of 180 days after the date on which the shares of the par value of \$5 each in the capital stock of the Company are called for trading on The Toronto Stock Exchange; and

(ii) 82,070 of the outstanding shares of the par value of \$5 each being the shares referred to in paragraph 7 of the Statutory Information paid up to the extent of 10% of the subscription price therefor, by The Canada Trust Company in escrow pursuant to an agreement with the registered owners thereof to be released when the same are fully paid and non-assessable or on the expiration of a period of 180 days after the date on which the shares of the par value of \$5 each in the capital stock of the Company are called for trading on The Toronto Stock Exchange, whichever shall be later;

all subject to earlier release with the written consent of J. H. Crang & Co., the Ontario Securities Commission and The Toronto Stock Exchange. The said agreements do not contain any restrictions on the transfer of the said Shares within the escrow.

27. Dividends have been paid as follows: 1961 — 30¢ per share, 1962 — 40¢ per share, 1963 to date — 70¢ per share, on the basis of the number of shares issued and outstanding prior to the subdivision thereof referred to in paragraph 7 of this Statutory Information.

28. There are no other material facts not disclosed in the foregoing.

DATED the 4th day of November, 1963.

The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by Section 39 of The Securities Act (Ontario) and there is no further material information applicable other than in the financial statements or reports where required or exigible.

Directors

(Signed) MICHAEL GREENBERG
by ALLAN C. ROSE, his attorney

(Signed) BERNARD J. PERSIKO

(Signed) G. W. LAND

(Signed) ERIC D. SCOTT

(Signed) GEORGE S. MANN

(Signed) MARK TANZ

(Signed) ROBERT BYRON MORAN

(Signed) LEON E. WEINSTEIN

(Signed) GEO. H. NELMS

(Signed) B. WINBERG

Underwriters

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by section 39 of The Securities Act (Ontario) and there is no further material information applicable other than in the financial statements or reports where required or exigible. In respect of matters which are not within our knowledge we have relied upon the accuracy and adequacy of the foregoing.

J. H. CRANG & Co.

BANKERS BOND CORPORATION LIMITED

BACHE & Co.

By: (Signed)

By: (Signed)

By: (Signed)

M. J. HOWE

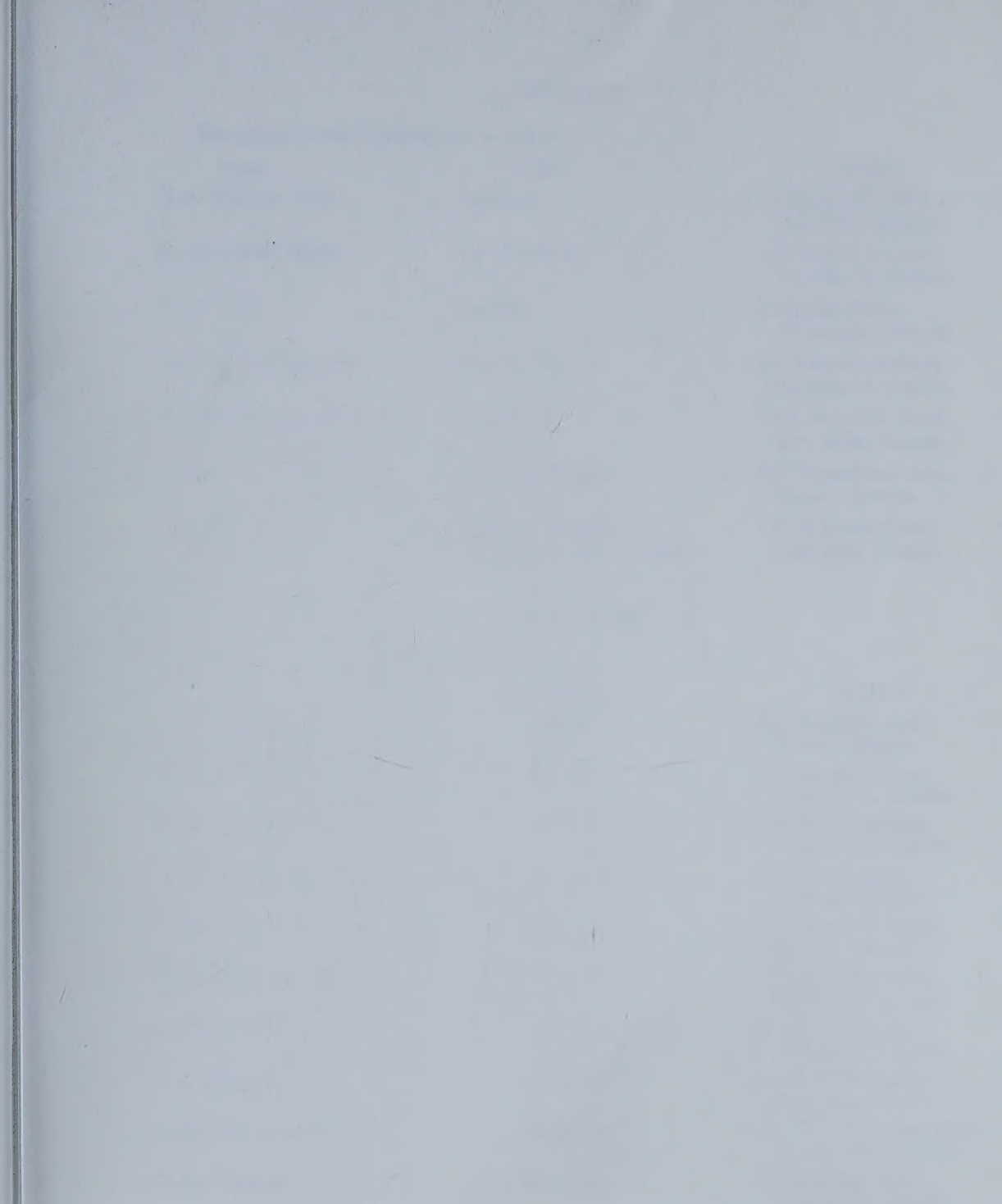
M. B. DEANS

R. G. HENDERSON

The following are the names of the partners of J. H. Crang & Co.: J. H. Crang, E. D. Scott, D. A. Fitzgerald, M. J. Howe, D. M. Bryson, Paul Robert, O. A. H. Sims and G. C. Donley (limited partner).

The following are the names of every person having an interest either directly or indirectly to the extent of not less than 5% in the capital of Bankers Bond Corporation Limited: M. Clifford Deans, Stanley Cox, Lorne A. McClellan and B. W. Hughes.

The following are the names of every person having an interest either directly or indirectly to the extent of not less than 5% in the partnership of Bache & Co.: Harold L. Bache, Adolph Woolner.



OFFICERS

The officers of the Company are as follows:

| NAME | OFFICE | ADDRESS |
|---------------------------|--|---|
| Mark Malcolm Tanz | President | 11 High Point Road, Don Mills, Ontario. |
| George Stanley Mann | Vice-President | 104 Ridelle Avenue, Toronto 19, Ontario. |
| Allan C. Rose | Secretary | 1 Abrams Place, Willowdale, Ontario. |
| James William Doswell | General Manager | 375 Kingswood Road, Toronto 13, Ontario. |
| Donald Alexander Watson | Comptroller | 1063 Don Mills Road, Don Mills, Ontario. |
| George Herbert Richardson | Mortgage Manager, Ottawa Area, | 669 Westminster Ave., Ottawa, Ontario. |
| John McKay | Mortgage Manager, Metropolitan Toronto Area | 147 Roywood Drive, Don Mills, Ontario. |

DIRECTORS

The Directors of the Company are as follows:

| NAME | OCCUPATION | ADDRESS |
|-----------------------|-------------------|---|
| Michael Greenberg | Solicitor | 440 Piccadilly Ave., Ottawa, Ontario. |
| Gordon William Land | Executive | 813 Duplex Avenue, Toronto 12, Ontario. |
| George Stanley Mann | Executive | 104 Ridelle Avenue, Toronto 19, Ontario. |
| Robert Byron Moran | Executive | 224 Lytton Blvd., Toronto, Ontario. |
| George Henry Nelms | Executive | 280 Sherwood Drive, Ottawa, Ontario. |
| Bernard Jack Persiko | Solicitor | 14 Lauderdale Drive, Willowdale, Ontario. |
| Eric Duff Scott | Investment Dealer | 66 Admiral Road, Toronto 5, Ontario. |
| Mark Malcolm Tanz | President | 11 High Point Road, Don Mills, Ontario. |
| Leon Elliot Weinstein | Executive | 116 Old Forest Hill Road, Toronto 10, Ontario. |
| Burton Winberg | Executive | 322 Cortleigh Blvd., Toronto 12, Ontario. |

CERTIFICATE OF OFFICERS

Pursuant to a resolution duly passed by its Board of Directors, the applicant Company hereby applies for listing on the above mentioned securities on The Toronto Stock Exchange, and the under-signed officers thereof hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

COMMONWEALTH SAVINGS & LOAN CORPORATION

{ Corporate }
{ Seal }

"MARK TANZ"
President
"ALLAN ROSE"
Secretary

CERTIFICATE OF UNDERWRITERS

To the best of our knowledge, information and belief all of the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

J. H. CRANG & CO.,
"ERIC D. SCOTT"

| NAME | RESIDENCE | DATE |
|-------------|-----------|------|
| John Smith | London | 1600 |
| James Smith | London | 1601 |
| John Smith | London | 1602 |
| James Smith | London | 1603 |
| John Smith | London | 1604 |
| James Smith | London | 1605 |
| John Smith | London | 1606 |
| James Smith | London | 1607 |
| John Smith | London | 1608 |
| James Smith | London | 1609 |
| John Smith | London | 1610 |
| James Smith | London | 1611 |
| John Smith | London | 1612 |
| James Smith | London | 1613 |
| John Smith | London | 1614 |
| James Smith | London | 1615 |
| John Smith | London | 1616 |
| James Smith | London | 1617 |
| John Smith | London | 1618 |
| James Smith | London | 1619 |
| John Smith | London | 1620 |

| NAME | RESIDENCE | DATE |
|-------------|-----------|------|
| John Smith | London | 1621 |
| James Smith | London | 1622 |
| John Smith | London | 1623 |
| James Smith | London | 1624 |
| John Smith | London | 1625 |
| James Smith | London | 1626 |
| John Smith | London | 1627 |
| James Smith | London | 1628 |
| John Smith | London | 1629 |
| James Smith | London | 1630 |
| John Smith | London | 1631 |
| James Smith | London | 1632 |
| John Smith | London | 1633 |
| James Smith | London | 1634 |
| John Smith | London | 1635 |
| James Smith | London | 1636 |
| John Smith | London | 1637 |
| James Smith | London | 1638 |
| John Smith | London | 1639 |
| James Smith | London | 1640 |
| John Smith | London | 1641 |
| James Smith | London | 1642 |
| John Smith | London | 1643 |
| James Smith | London | 1644 |
| John Smith | London | 1645 |
| James Smith | London | 1646 |
| John Smith | London | 1647 |
| James Smith | London | 1648 |
| John Smith | London | 1649 |
| James Smith | London | 1650 |

APPENDIX

THE HISTORY OF THE COMPANY

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